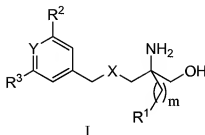


Listing of Claims

The listing of claims will replace all prior versions, and listings, of claims in the application (there are no claim amendments);

Claim 1 (Currently Amended) A compound of formula (I):



wherein:

X is O or NH;

Y is CH;

R¹ is (1) aryl selected from the group consisting of phenyl and naphthyl, or
(2) heterocyclyl selected from the group consisting of piperazinyl, piperidinyl, pyrrolidinyl, pyrazinyl, dihydropyrazinyl, pyrazolyl, dihydropyrazolyl, pyridazinyl, pyridyl, dihydropyridinyl, pyrimidinyl, dihydropyrimidinyl, pyrrolyl, dihydropyrrolyl, tetrazolyl, dihydrotetrazolyl, furanyl, dihydrofuranyl, tetrahydrofuranyl, imidazolyl, dihydroimidazolyl, triazinyl, pyranyl, tetrahydropyranyl, thiazolyl, thienyl, dihydrothienyl, thiophenyl, triazolyl, dihydrotriazolyl, morpholinyl, thiomorpholinyl, dihydrothiadiazolyl, tetrahydrothienyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said aryl or heterocyclyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -C₁₋₆alkyl,
- (c) -C₂₋₆alkenyl,
- (d) -C₂₋₆alkynyl,
- (e) -OH,
- (f) -CN, or

(g) -O-C₁₋₆alkyl;

R² is selected from the group consisting of:

(1) R⁴-S(O)₂N(R⁷)-, wherein R⁴ is C₁₋₆alkyl, wherein said alkyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -C₁₋₆alkyl,
- (c) -OH,
- (d) -CN, or
- (e) -O-C₁₋₆alkyl; and

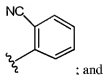
R⁷ is selected from the group consisting of

- (a) hydrogen, and
- (b) -C₁₋₆alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -C₁₋₆alkyl,
- (iii) -OH,
- (iv) -CN, or
- (v) -O-C₁₋₆alkyl;

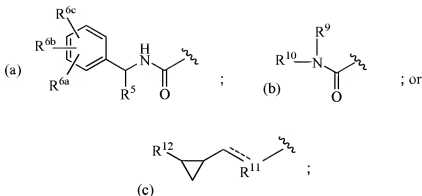
(2)



(3)



R³ is selected from the group consisting of:



wherein R⁵ is C₁₋₆alkyl, C₂₋₆ alkenyl or C₂₋₆ alkynyl;

R^{6a}, R^{6b}, and R^{6c} are independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) -C₁₋₆alkyl,
- (4) -C₂₋₆ alkenyl,
- (5) -C₂₋₆ alkynyl,
- (6) -OH,
- (7) -CN, and
- (8) -O-C₁₋₆alkyl;

R⁹ and R¹⁰ are independently selected from the group consisting of:

- (1) hydrogen, and
- (2) C₁₋₆alkyl,
- (3) -C₂₋₆ alkenyl, and
- (4) -C₂₋₆ alkynyl,

or R⁹ and R¹⁰ are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring, which is optionally substituted with

- (a) C₁₋₆alkyl,
- (b) -C₂₋₆ alkenyl,
- (c) -C₂₋₆ alkynyl,
- (d) (CH₂)_n-phenyl, and
- (e) (CH₂)_n-furyl;

wherein said alkyl, phenyl and furyl are unsubstituted or substituted with one or more

- i) halo,
- ii) -C₁₋₆alkyl,

- iii) -OH,
- iv) -CN, or
- v) -O-C₁₋₆alkyl; and

R¹¹ is selected from the group consisting of

- (1) -CH-,
- (2) -O-, and
- (3) -NH-,

provided that when R¹¹ is -CH- the dotted line forms a bond and when R¹¹ is -O- or -NH- the dotted line is absent;

R¹² is hydrogen, C₁₋₆ alkyl, C₂₋₆ alkenyl or C₂₋₆ alkynyl;

m is 1 or 2;

n is 0, 1, 2, 3 or 4;

p is 1, 2, 3 or 4;

and pharmaceutically acceptable salts thereof.

Claim 2 (Original) The compound of Claim 1, wherein m is 1 and R¹ is phenyl unsubstituted or substituted with one or more chloro or fluoro.

Claim 3 (Original) The compound of Claim 1, wherein m is 2 and R¹ is phenyl unsubstituted or substituted with one or more chloro or fluoro.

Claim 4 (Canceled)

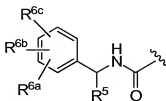
Claim 5 (Original) The compound of Claim 1, wherein R² is (R⁴)-S(O)₂N(R⁷)- and R⁷ is C₁₋₆ alkyl.

Claim 6 (Original) The compound of Claim 5 wherein R⁴ and R⁷ are each methyl.

Claim 7 (Original) The compound of Claim 1, wherein R² is



Claim 8 (Original) The compound of Claim 1 wherein R³ is



Claim 9 (Original) The compound of Claim 8 wherein R⁵ is methyl.

Claims 10-11 (Canceled)

Claim 12 (Original) The compound of Claim 1 wherein R³ is



and R⁹ and R¹⁰ are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring which is unsubstituted or substituted with

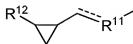
- (a) C₁₋₆alkyl,
- (b) (CH₂)_n-phenyl, or
- (c) (CH₂)_n-furanyl.

Claim 13 (Original) The compound of Claim 12 wherein R⁹ and R¹⁰ are joined together with the nitrogen atom to which they are attached to form a pyrrolidine ring which is substituted with -(CH₂)_n-furanyl wherein n is 0.

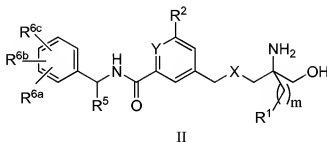
Claim 14 (Original) The compound of claim 13, wherein R³ is



Claim 15 (Original) The compound of Claim 1 wherein R³ is

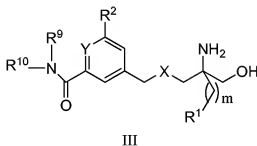


Claim 16 (Original) The compound of Claim 1 of formula II:



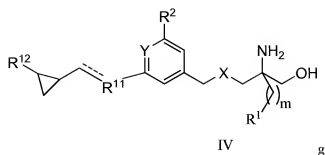
wherein X, Y, R¹, R², R⁵, R^{6a}, R^{6b}, R^{6c} and m are as defined in Claim 1.

Claim 17 (Original) The compound of Claim 1 of formula (III):



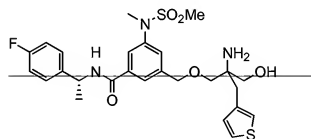
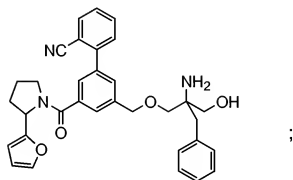
wherein X, Y, R¹, R², R⁹, R¹⁰ and m are as defined in Claim 1.

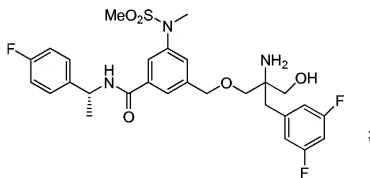
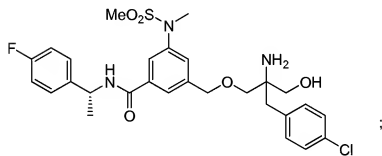
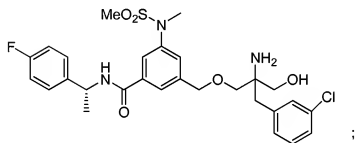
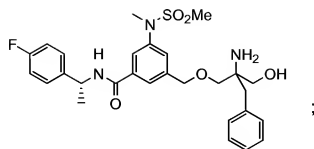
Claim 18 (Original) The compound of Claim 1 of formula (IV):

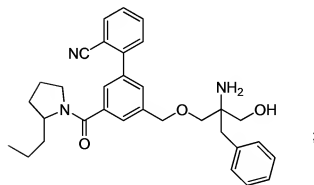
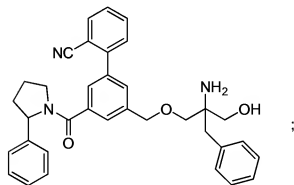
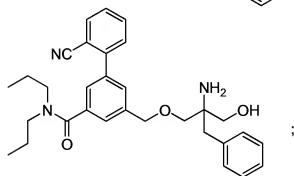
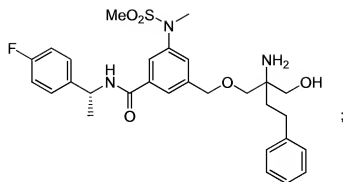


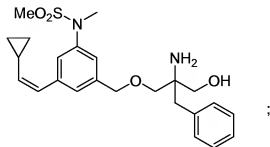
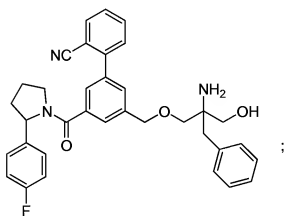
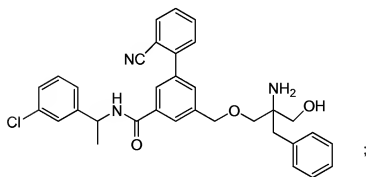
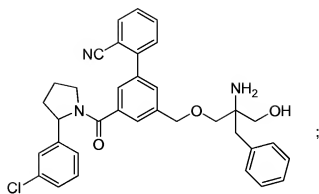
wherein X, Y, R¹, R², R¹¹, R¹² and m are as defined in Claim 1.

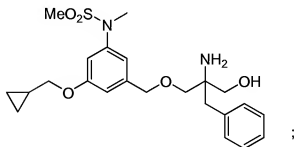
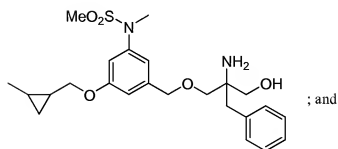
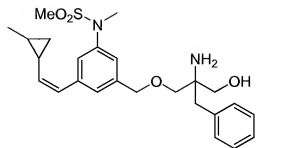
Claim 19 (Currently Amended) The compound of Claim 1 which is selected from the group consisting of:











and pharmaceutically acceptable salts thereof.

Claim 20 (Canceled)

Claim 21 (Original) A pharmaceutical composition comprising an effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.

Claim 22 (Canceled)

Claim 23 (Canceled)

Claim 24 (Canceled)